

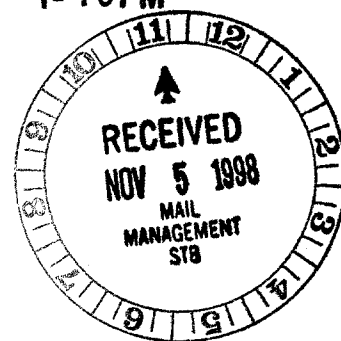
RECORDATION NO. 21722-A FILED

NOV 5 '98

1-40PM

DJJ Transportation Services, Inc.  
*a subsidiary of*  
The David J. Joseph Company

October 29, 1998



Mr. Vernon Williams  
Recordations Unit  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, DC 20423-0001

Dear Mr. Williams:

Enclosed is an original and one copy of the Memorandum of Railroad Equipment Lease Agreement Amendment No. 1 dated as of September 23, 1998 between the following parties:

Lessee: Southdown, Inc.  
1200 Smith Street  
Suite 2400  
Houston, TX 77002

Lessor: DJJ Transportation Services, Inc.  
300 Pike Street  
Cincinnati, OH 45202

Please see Exhibit A attached hereto for the equipment involved in this transaction. Please file this agreement as a secondary document. The lease to which this document is connected is recorded under Recordation No. 21722. The amount of \$26.00 is included in the enclosed check No. 448508.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Julie M. Woodard  
Documentation Assistant

Enclosures

300 Pike Street  
Cincinnati, Ohio 45202-4214  
(513) 621-8770  
FAX (513) 345-4422

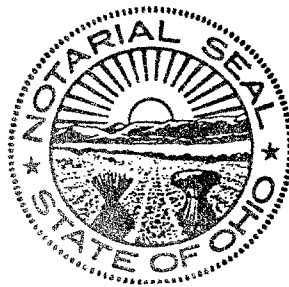
Mail Address:  
P.O. Box 1078  
Cincinnati, Ohio 45201-1078

RECEIVED  
SURFACE TRANSPORTATION  
BOARD  
NOV 5 1 40 PM '98

**CERTIFICATE**

The undersigned, Julie M. Woodard, notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.

Julie M. Woodard  
Notary Public



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

NOV 5 '98

1-40PM

**MEMORANDUM OF  
RAILROAD EQUIPMENT LEASE AGREEMENT  
AMENDMENT NO. 1**

This **MEMORANDUM OF RAILROAD EQUIPMENT LEASE AMENDMENT NO. 1** ("Memorandum of Lease Amendment No. 1") entered into this 23<sup>rd</sup> day of September, 1998, is intended to evidence Amendment No. 1 to Railroad Equipment Lease dated as of September 23, 1998 ("Amendment No. 1 to the Lease"), between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware corporation ("Lessor"), and **SOUTHDOWN, INC.**, a Louisiana corporation ("Lessee"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board ("STB") under Section 49 of U.S.C. 11301. Lessee has the right to use the seventeen (17) railcars described in Exhibit A attached hereto (the "Units"). Lessee is renting from Lessor all the Units at the rentals and upon the terms and conditions provided in the Lease.

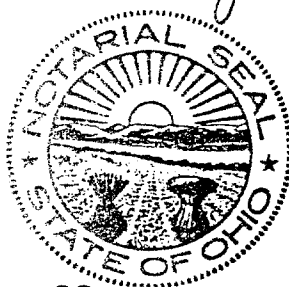
**IN WITNESS WHEREOF**, Lessor and Lessee, each pursuant to due corporate authority, has executed this Memorandum of Lease Amendment No. 1 on the date indicated below its signature.

**WITNESS:**Spencer Blair**DJJ TRANSPORTATION SERVICES, INC.**By: James H. GoetzName: James H. GoetzTitle: Vice PresidentDate: September 23, 1998**WITNESS:**Stephen R. Miley**SOUTHDOWN, INC.**By: Stephen R. MileyName: STEPHEN R. MILEYTitle: SR. VICE PRESIDENTDate: OCTOBER 2, 1998

STATE OF OHIO                    )  
  )  
COUNTY OF HAMILTON )       SS:

The foregoing instrument was acknowledged before me this 23<sup>rd</sup> day of September, 1998, by James H. Goetz, the Vice President of DJJ Transportation Services, Inc., a Delaware corporation, on behalf of the corporation.

Julie M. Woodard  
Notary Public



JULIE M. WOODARD  
Notary Public, State of Ohio  
My Commission Expires Sept. 24, 2002

STATE OF Texas )  
                                  )  
COUNTY OF Harris )       SS:

The foregoing instrument was acknowledged before me this 6<sup>th</sup> day of October, 1998, by Stephen R. Miley, the SR. Vice President of Southdown, Inc., a Louisiana corporation, on behalf of the corporation.



Michelle Raymond  
Notary Public

## **EXHIBIT A**

To the Memorandum of Lease Amendment No. 1 dated September 23, 1998, between DJJ Transportation Services, Inc. and Southdown, Inc.

### **DESCRIPTION OF UNITS**

Seventeen (17), railcars bearing reporting marks as follows:

DJTX 3300-3310, Inclusive  
DJTX 5000-5005, Inclusive